

04-29-1999

Attorney Docket No. UF-9273



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101023125

To the Honorable Commissioner of Patents and Trademarks, please forward the attached original documents or copy thereof.

MPO
4.16.99

1. Name of conveying party(ies)
Hurty-Peck & Company

2. Name and address of receiving party(ies.)
Name: Universal Flavors-U.S.A., Incorporated
Internal Address:

Additional name(s) of conveying parties attached? Yes No

Street Address: 5600 W. Raymond St.
City: Indianapolis State: IN ZIP: 46247-0913

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

- Individual(s) citizenship _____
- Association _____
- General _____
- Partnership _____
- Limited Partnership _____
- Corporation, State Indiana
- Other _____

Execution Date: 9/2/87

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
367,980

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alan E. Wagner

6. Total number of applications and registrations involved: 1

7. Total fee \$40.00

Internal Address: Whyte Hirschboeck Dudek S.C.

Enclosed

Street Address: 111 East Wisconsin Avenue

Authorized to be charged to Deposit Account

Suite 2100

8. Deposit Account Number:

City: Milwaukee State: WI ZIP: 53202

23-2053

04/26/1999 JSHADAZZ 00000140 367900

01 FC:401

40.00 EP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alan E. Wagner
Name of Person Signing

Alan E. Wagner
Signature

April 5, 1999
Date



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Certificate of Merger — Foreign Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations HURTY-PECK & COMPANY (#00089568)

INTO:

UNIVERSAL FLAVORS - U.S.A., INCORPORATED (An Indiana corp not qualifie

Organized and Existing Under Laws of Missouri, Indiana

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with

UNIVERSAL FLAVORS - U.S.A., INCORPORATED (An Indiana corp not qualified

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of Indiana, effective date: October 8 1987.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 8th day of October, 1987.

Roy D. Blunt
Secretary of State

RECEIVED OF: UNIVERSAL FLAVORS - U.S.A., INCORPORATED

Twenty-five and no/100----- Dollars, \$ 25.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

FILED AND CERTIFICATE
ISSUED

OCT 8 1987

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

ARTICLES OF MERGER
(SECTION 351.447, RSMo.)
(To be submitted in DUPLICATE)

HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

- (1) .. Hurty-Peck & Company..... a Missouri..... corporation
(Name of Corporation) (State of Incorporation)
- (2) .. Universal Flavors-U.S.A., Incorporated..... Indiana..... corporation
(Name of Corporation) (State of Incorporation)
- (3) a corporation
(Name of Corporation) (State of Incorporation)

are hereby merged and .. Universal Flavors - U.S.A., Incorporated....., a
(Name of Corporation)
Indiana
..... corporation, is the surviving corporation.
(State of Incorporation)

(4) On August 31, 1987..... the board of directors of Hurty-Peck & Company
..... by duly adopted resolution approved the
(Name of Corporation)
plan of merger set forth in these articles.

(5) On August 31, 1987..... the board of directors of Universal Flavors-U.S.A.,
..... Incorporated
..... by duly adopted resolution approved the
(Name of Corporation)
plan of merger set forth in these articles.

(6) On the board of directors of
..... by duly adopted resolution approved the
(Name of Corporation)
plan of merger set forth in these articles.

(7) This plan of merger has been adopted pursuant to Section 351.447 RSMo.

(8) The resolution of the board of directors of the parent corporation,
Universal Flavors - U.S.A., Incorporated Indiana
..... a corporation,
(Name of Corporation) (State of Incorporation)

approving the plan of merger is as follows:

SEE ATTACHED

(9) That the parent corporation Universal Flavors - U.S.A., Incorporated, a
(Name of Corporation)

Indiana

.....corporation, is in compliance with the 90 per
(State of Incorporation)
cent ownership requirement of Section 351.447 RSMo. and will maintain at least
90 per cent ownership of each of the other corporations, party to the merger,
until the issuance of the Certificate of Merger by the Secretary of State of
Missouri.

(10) PLAN OF MERGER

1. Universal Flavors - U.S.A., Incorporated a Indiana
(State of
..... corporation is the survivor.
Incorporation)

2. All of the property, rights, privileges, leases and patents of ~~the~~ ^{xxxx}
Hurty-Peck & Company Missouri corporation
(State of Incorporation)

and ~~.....~~ ⁻⁻⁻⁻ a ~~.....~~ ⁻⁻⁻⁻ corporation
(State of Incorporation)

are to be transferred to and become the property of Universal Flavors - U.S.A.
Incorporated

....., a Indiana corporation, the survivor.
(State of Incorporation)

The officers and board of directors of the above named corporations are
authorized to execute all deeds, assignments, and documents of every
nature which may be needed to effectuate a full and complete transfer of
ownership.

3. The officers and board of directors of Universal Flavors - U.S.A., Incorporated
..... Indiana corporation, shall continue in office until
(State of Incorporation)
their successors are duly elected and qualified.

~~4. (To be completed if the parent corporation does not own all of the out-
standing shares of each of the subsidiary corporations party to the merger.)~~

~~The consideration paid by the surviving corporation upon surrender of
each share of the subsidiary corporation(s) which is not owned by the
parent corporation is as follows:~~

5. (To be completed if the parent corporation is not the surviving corpo-
ration.)

~~a. The outstanding shares of parent
corporation, shall be exchanged for shares of
surviving corporation on the following basis:~~

~~b. The proposed merger has been approved by receiving the affirmative
vote of at least two-thirds of the outstanding shares of
....., parent corporation, entitled to vote
thereon at a meeting thereof duly called and held on
..... at~~

6. It is agreed that, upon and after the issuance of a certificate of merger
by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of
Missouri in any proceeding for the enforcement of any obligation of
any corporation organized under the laws of the State of Missouri
which is a party to the merger and in any proceeding for the enforce-
ment of the rights of a dissenting shareholder of any such corpora-
tion organized under the laws of the State of Missouri against the
surviving corporation;

- b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is C.T. Corporation System, 314 North Broadway, St. Louis, MO. 63102
- c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

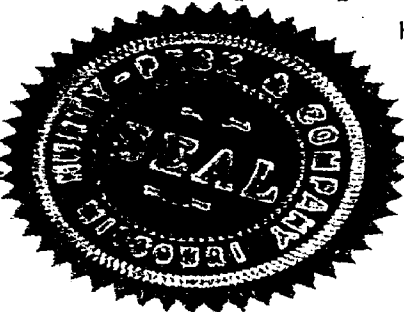
7. The articles of incorporation of the survivor ~~are~~/are not amended as follows:

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

(Corporate Seal)

Attest:

[Signature]
 (Secretary)



HURTY-PECK & COMPANY

(Name of Corporation)

T.M.O. Reilly
 Vice (President)

NO SEAL
 (Corporate Seal)

Attest:

[Signature]
 Assist. (Secretary)

UNIVERSAL FLAVORS - U.S.A., INCORPORATED

(Name of Corporation)

by *T.M.O. Reilly*
 Vice (President)

(Corporate Seal)

Attest:

 (Secretary)

(Name of Corporation)

by -----
 (President)

STATE OF WISCONSIN.....)

) ss.

COUNTY OF MILWAUKEE.....)

On this *2nd* day of *Sept*..... in the year 19.87., before me Annette Schieble...
 Terrence M. O'Reilly, Notary Public in and for said state, personally appeared
 Terrence M. O'Reilly, Vice President, Hurty-Peck Company

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)

Annette Schieble
 Notary Public

My commission expires: 10/25/87

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

On this 2nd day of Sept. in the year 1987, before me Annette Schieble
Terrence M. O'Reilly, Notary Public in and for said state, personally appeared
Terrence M. O'Reilly, Vice President, Universal Flavors-U.S.A., INCORPORAT
(Name) (Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)

Annette Schieble
Notary Public
My commission expires: 10-25-87

STATE OF.....)
) ss.
COUNTY OF.....)

On this day of in the year 19....., before me
....., Notary Public in and for said state, personally appeared
.....
(Name) (Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notary Seal)

.....
Notary Public